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August 12, 2005

**VIA FEDERAL EXPRESS**

Ms. Linda Mangrum, SR-6J  
U.S. Environmental Protection Agency  
Remedial Enforcement Section  
77 West Jackson Boulevard  
Chicago, Illinois 60604-3590

Re: Chemical Recovery Systems Site, Elyria, Ohio

Dear Ms. Mangrum:

The purpose of this letter is to respond to the General Notice of Potential Liability and Request for Information addressed to RPM, Inc. (fka Tropical Paint) regarding the Chemical Recovery Systems (CRS) Site in Elyria, Ohio, which was received by RPM International Inc. (RPM) on June 15, 2005. Pursuant to our telephone conversation on June 24, 2005, you had agreed to extend the deadline for RPM's responses to August 15, 2005. RPM appreciates your cooperation in this matter.

You have advised that U.S. EPA believes that RPM is the corporate successor to the Cleveland facility of Tropical Paint. As set forth below, while a subsidiary of RPM did acquire certain assets of Tropical Paint in 1977, any operations by the Cleveland facility of Tropical Paint predate RPM's acquisition of any Tropical Paint assets. Neither RPM nor any subsidiary ever operated at Tropical Paint's former Cleveland location.

Pursuant to an Asset Purchase Agreement (Agreement), on January 21, 1977, Bondex International, Inc., a wholly-owned subsidiary of RPM, Inc., purchased certain assets from an unincorporated division of Grow Chemical Coatings Corp. (later known as Grow Group, Inc.) (Grow); the unincorporated division was known as "Tropical Paint Company." The

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Agreement did not provide for the purchaser to assume any liabilities whatsoever of the Tropical Paint Company Division of Grow and, in fact, required indemnification by Grow for any costs incurred by the purchaser relating to the prior business.

The purchased assets consisted mainly of the name, "Tropical Paint Company," customer lists and related customer agreements, but did not include any interest in the Grow facility located at 1246 West 70th Street, Cleveland Ohio. The purchased assets which had been physically located at Grow's West 70th Street were transferred to a Bondex facility located in Brunswick Hills Township, Medina County, Ohio. At no time did Bondex or RPM have anything to do with operations at Grow's Cleveland facility.

After the purchased assets were transferred to the Bondex facility in Brunswick Hills, Ohio, Tropical Paint Company was operated as a division of Bondex until May 27, 1980, when Tropical Industrial Coatings, Inc. was incorporated as a wholly-owned subsidiary of RPM, Inc. At all times, from the time of the asset purchase in 1977 and continuing today, no manufacturing of any kind has been, or is, performed either by the Tropical Paint Company division of Bondex or by Tropical Industrial Coatings, Inc. Both the former division and the current subsidiary were and are marketing organizations only. Neither entity ever manufactured any product, generated any waste material or caused any waste to be disposed of at the CRS Site.

Nothing in the "nexus package" provided by U.S. EPA suggests that RPM has any liability at the CRS Site. The excerpts of transcripts of the depositions Dorothy Obitts and James L. Johnson included only vague testimony regarding "Tropical Paint." Ms. Obitts stated that "Tropical Paint Corporation" was an occasional customer (of whom, it is not clear) and Mr. Johnson testified that he either picked up or dropped off for "Tropical Paint Company" (again, for whom is not stated). Neither Ms. Obitts nor Mr. Johnson stated that any waste from Tropical Paint was disposed of at the CRS Site. More importantly, the excerpts provided do not specify the time period during which Tropical Paint is alleged to have done business with CRS. To the extent that any time period can be gleaned from the excerpts, it appears that both Ms. Obitts and Mr. Johnson were associated with Obitts Chemical Company (Obitts), whose solvent reclaiming operations on what later became known as the CRS Site ceased in 1973 (several years before Bondex acquired the Tropical Paint assets) when Chemical Recovery Systems, Inc., a Michigan corporation, acquired the stock of Obitts and formed a wholly-owned subsidiary, Chemical Recovery Systems, Inc., an Ohio corporation, to operate the facility. One way or another, however, the deposition transcripts provide absolutely no evidence of any dealings between Tropical Paint and CRS after the date of the asset purchase, January 21, 1977.

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The nexus package also included copies of various pages of the "Dirty Inventory" list, all of which refer to a single shipment of 8 drums of "thinner-ours" on March 20, 1974. The reference to "thinner-ours" could very well denote that, rather than accepting waste from Tropical Paint, Obitts sold solvents to Tropical Paint. More importantly, the date of the shipment predates by almost three years the date on which Bondex acquired the assets of Grow's unincorporated Tropical Paint Company division. Thus, to the extent that it indicates anything, U.S. EPA's nexus package indicates that any dealings involving Tropical Paint and CRS or its predecessors occurred well before Bondex acquired the Tropical Paint assets.

In conclusion, neither the former Tropical Paint Company division of Bondex nor Tropical Industrial Coatings, Inc. ever had any dealings with the CRS Site. Accordingly, RPM respectfully maintains that it should have no liability associated with the CRS Site.

Very truly yours,

A handwritten signature in black ink, appearing to read "Susan R. Strom".

Susan R. Strom